



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

Writer's Direct Dial Number
(804) 629-2818

0100084070

RECORDATION NO. 11754K FILED 1425

JAN 10 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

January 5, 1994

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of January 4, 1994. The primary document to which this is connected is recorded under Recordation No. 11754.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Citibank, N.A.
5 Hanover Square
New York, New York 10043

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

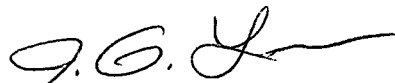
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
2	Insulated Boxcars	XM	SOU 532305 532194

A fee of \$18.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of January 4, 1994, with respect to Equipment Trust Agreement with Recordation No. 11754, dated April 15, 1980, covering two boxcars, numbered SOU 532305 and 532194, changed to NS 412518 and 412519 respectively.

Very truly yours,



J. Gary Lane

Enclosures

cc: Citibank, N.A.
5 Hanover Square
New York, New York 10043

RECORDATION NO 11754-K FILED 1425

No. 2 of 1980

JAN 10 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO TWO (2) BOXCARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBER SOU 532305 AND 532194, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF APRIL 15, 1980, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CITIBANK, N.A., AS TRUSTEE

Old Road Number
Assigned

New Road Number
Assigned

SOU 532305
SOU 532194

NS 412518
NS 412519

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 4th day of January, 1994.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William R. [Signature]

Vice President

ATTEST:

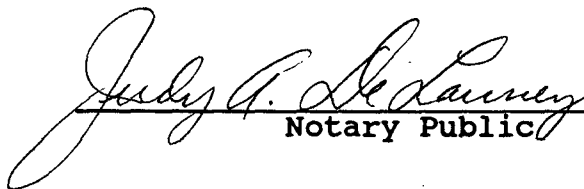
[Signature]
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK)

ss:

On this 4th day of January, 1994, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


Notary Public

My Commission expires: September 30, 1995